

EXHIBIT D

Invoice

Date	Invoice #
12/20/2010	1920

Bill To
General Growth Properties, Inc. 110 N Wacker Drive Chicago, IL 60606 Attn: Edmund J. Hoyt Sr. VP & Chief Accounting Officer

Description	Amount
Monthly Financial Advisory Fee for October 2010, pursuant to paragraph 2(d) of the amended and restated engagement letter dated August 11, 2009	350,000.00
For out-of-pocket expenses pursuant to paragraph 3 of the amended and restated engagement letter dated August 11, 2009	4,746.62
<p>Wiring Instructions:</p> <p>HSBC ABA 021001088 Account Name: Miller Buckfire & Co., LLC Account # 134758765 Ref: Your Company Name</p> <p>Remittance Instructions:</p> <p>Miller Buckfire & Co., LLC 601 Lexington Ave., 22nd Fl New York, NY 10022 Attn: Michael Elpern</p>	
Tax ID # 02-0613709	Total \$354,746.62